

BYLAWS FOR THE MISSOURI WORKFORCE DEVELOPMENT BOARD

ARTICLE I IDENTITY

These are the bylaws of the Missouri Workforce Development Board (“the Board”), a Board formed under the Workforce Innovation and Opportunity Act effective July 1, 2015 (P.L. 113-128) (WIOA) with its principal place of business in Jefferson City, Missouri.

ARTICLE II PRINCIPAL OFFICE

The principal office location and mailing address shall be: Missouri Workforce Development Board, 301 West High Street, P.O. Box 1087, Jefferson City, Missouri, 65102.

ARTICLE III PURPOSES AND POWERS

Section 1 Purpose

- a. The purposes of the Board shall be consistent with those purposes that are identified for a State Workforce Development Board under the Workforce Innovation and Opportunity Act, P.L. 113-128 and amendments thereto, and Section 620.511 et seq., RSMo, and amendments thereto, and other purposes that, in accordance with public law, may be bestowed upon the Board by the Governor of the State of Missouri.
- b. The Board shall study and make recommendations regarding the improvement of the state’s employment and training delivery network, including improved federal and state resource use and expanded coordination of state job training and employment activities with other related activities.
- c. The Board shall serve as a forum for public and private sector representation to encourage cooperative uses of employment and training funding, facilities, and staff resources for a more comprehensive and coordinated statewide system.

Section 2. Powers

- a. The powers of the Board shall be consistent with those powers that are identified for a State Workforce Development Board under the Workforce Innovation and Opportunity Act, Section 101 and any amendments thereto, including, but not limited to:
 1. Providing policy guidance and review for all employment and training programs in the state; developing appropriate linkages with other programs to assure non-duplication among the programs and activities; coordinating activities with local Workforce Development Boards; and providing advice and recommending variations to the Governor regarding the employment and training performance standards required by federal regulation.
 2. Reviewing plans of all state agencies providing employment, training and related services, and providing comments and recommendations to the governor, the General Assembly, state agencies and the appropriate federal agencies on the relevancy and effectiveness of employment and training and related WIOA service delivery systems in the state, including comments to the Governor and the Secretary of Labor on the review of state and local programs for worker economic dislocation.

3. Assisting the Governor to develop, review and submit written comments on the State Plan and any modification to this plan, before its submission to the Secretary of Labor, including the review and submission of written comments on each local plan submitted to the Governor by any workforce development area.
4. Advising the Governor and local entities on workforce development plans and certifying the consistency of such plans with criteria developed under the State Plan for coordination of activities under WIOA with other federal, state and local employment related programs.
5. Reviewing the operation of programs conducted in each workforce development area and the availability, responsiveness and adequacy of state workforce development services; and making recommendations to the Governor, appropriate Chief Elected Officials, local Workforce Development Boards, service providers, the General Assembly and the general public with respect to ways to improve the effectiveness of such programs or services;
6. Making an annual report to the Governor, the General Assembly, the Director of the Department of Economic Development and the state employment and training partners that shall be a public document and issuing such other studies, reports or documents as it deems advisable to assist workforce development areas in carrying out the purposes of the WIOA, as amended.
7. Identifying, in coordination with the appropriate state agencies, the employment and training and career education needs throughout the state, and assessing the extent to which employment and training and career education, rehabilitation services, public assistance, economic development and other federal, state and local programs and services represent a consistent, integrated and coordinated approach to meeting such needs.
8. Making effective certain other responsibilities as they may be required by the Personal Responsibility and Work Opportunity Reconciliation Act, Public Law 104-193 and amendments thereto, or any other subsequent federal legislation related to the state's employment and training that may affect or amend the WIOA.
9. The powers of the Board shall be consistent with those powers that are identified under sections 620.511 *et seq.*, RSMo, and amendments thereto.

Section 3 Limitations on Powers

- a. The State Plan and decisions of the Board shall be subject to approval by the Governor.
- b. The Board shall not operate programs or provide services directly to eligible participants under the WIOA, but shall exist solely to plan, coordinate, and monitor the provision of such programs and services in the State of Missouri.

ARTICLE IV **BOARD MEMBERSHIP**

Section 1 Members. The Board shall be composed of members as outlined in the Workforce Innovation and Opportunity Act of 2015 and 620.511 RSMo.

Section 2. State Agency Officials. Members appointed in their capacity as State agency officials may designate an appropriate staff member to serve and function as a Board member on the official's behalf. Such designation shall be exercised with 60 days of appointment. Such designee shall serve until such designation is

revoked by the State Agency Official. If a designation is revoked, any new representative shall be appointed within 60 days. A designee shall otherwise have the same rights and responsibilities as any other member of the Board.

Section 3. Terms of Office. Each member of the Board shall serve for a term of four years, subject to the pleasure of the governor, and until a successor is duly appointed. Board appointments will be staggered to comply with RsMO 620.511 and new board members will be filled in the same manner as the original appointment. In the event of a vacancy on the board, the vacancy shall be filled in the same manner as the original appointment and said replacement shall serve the remainder of the original appointee's unexpired term.

Section 4. Nomination. Members of the Board will be subject an appointment process that is consistent with 20 CFR 679.110, which may include but not limited to:

(1) Business representatives are appointed from among individuals who are nominated by local business organizations and business trade associations;

(2) Labor representatives are appointed from among individuals who are nominated by local labor federations (or, for a local area in which no employees are represented by such organizations, other representatives of employees); and

(3) When there is more than one local area provider of adult education and literacy activities under title II, or multiple institutions of higher education providing workforce investment activities as described in WIOA sec. 107(b)(2)(C)(i) or (ii), nominations are solicited from those particular entities.

(4) An individual may be appointed as a representative of more than one entity if the individual meets all the criteria for representation, including the criteria described in 20 CFR 679.110 paragraphs (c) through (g), for each entity.

Section 5. Removal and Resignation.

- a. Any Governor Appointed member may be removed by the Governor with or without cause. A vote of the majority of the entire Board may be taken to recommend removal of member to the Governor at any meeting of the Board.
- b. Any member may resign at any time by giving written notice to the Chair of the Board and the Director of the State Workforce Development Board. Any such resignation shall take effect at the time specified in the member's written notice, and unless the resigning member otherwise specifies, the Chair's Executive Committee's or Board's acceptance of the member's resignation shall not be necessary to make it effective.
- c. The Governor will be notified if and when a vacancy occurs by the Executive Director of the Board, which will include an effective date to ensure a prompt nominee.

Section 5. Compensation. Members of the Board shall receive no compensation but shall be reimbursed for all necessary expenses actually incurred in the performance of their duties.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section 1. Officers The officers of the Board shall be a Chair and a Vice-Chair of the Board. The Governor shall appoint the Chair in accordance with the federal WIOA regulations and Missouri State Law. The Vice-Chair shall be elected by vote of the Board. The Chair and Vice Chair shall represent the private sector business community.

Section 2. Duties of the Chair. The Chair shall preside at all meetings of the Board and the Executive Committee. The Chair shall call or cause to be called all meetings of the Board and the Executive Committee and establish or cause to be established agendas and matters of business. The Chair shall appoint members of all committees.

Section 3. Duties of the Vice-Chair. The Vice-Chair shall assist the Chair in conducting Board business. The Vice-Chair of the Board shall perform the duties of the Chair, with all the power and authority of the Chair's office, in the Chair's absence or disability. Further, the Vice-Chair of the Board shall have such powers and discharge such duties as may be properly assigned to the Chair, from time to time, by the Board.

ARTICLE VI

MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board shall generally be held at least four times each year. The first calendar quarter meeting shall be designated as the annual meeting.

Section 2. Notice of Regular Meetings. Notice of all regular meetings of the Board shall be given to each member in writing and delivered to him or her either personally or by regular or electronic mail a minimum of five business days prior to the date called for the meeting. Such notice shall include a tentative agenda and a description of any matter(s) that the members may be called to vote upon at the regular meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the Chair or the Executive Committee, or by any other officer, upon written application of at least one-third of the members entitled to vote at the meeting, or upon request of the Governor.

- a. Notice. All members of the Board shall be informed in writing of special meetings a minimum of forty-eight (48) hours in advance of the special meeting. Such notice shall include a description of the matter(s) for which the special meeting is called.
- b. Limitations. At any special meeting only business specified in the special meeting notice may be transacted.

Section 4. Meetings Open to the Public. All meetings of the Board and its committees shall be open to the public. The Board shall make available to the public, on a regular basis through its open meetings, information regarding the activities of the Board, including information regarding the State Plan prior to submission of the Plan, information regarding membership and, upon request, minutes of formal meetings of the Board.

- a. Meetings or portions of meetings may be closed to the general public, but only in compliance with the provisions of Chapter 610 RSMO.
- b. All meetings of the Board shall be publicly announced in compliance with the open meeting provisions of section 610.020, RSMO.

Section 5. Meeting Minutes. Minutes of the Board's meetings shall be taken and shall be distributed to all Board members at or before the next regular meeting of the Board.

Section 6. Quorum.

- a. Board Meetings. In order for a quorum to be present, fifty percent (50%) of the membership of the Board must be present, and fifty-one percent (51%) of those in attendance must be members appointed as representatives of businesses in the state. When a quorum is present, a majority of the voting members present shall decide any question. The Board may take no formal action unless a quorum is present. The Board may utilize technology such as teleconferencing to facilitate Board members' attendance at meetings.
- b. Committee Meetings. Fifty percent (50%) of the membership of a committee shall constitute a quorum for any committee meeting. When a quorum is present, a majority of the voting members present shall decide any question. Committee members may be counted in attendance at the committee meetings by appearing either in person or by electronic means.

Section 7. Voting and Proxy Rights

- a. Each member of the Board shall have one vote.
- b. Proxy voting is permitted for voting members but limited to two occurrences per calendar year. Board members wishing to utilize proxy voting must notify the chair or the chair's designee no less than 48 hours prior to the meeting. The proxy may be exercised only by another member of the Board.

ARTICLE VII **EXECUTIVE COMMITTEE**

Section 1. Members of the Executive Committee. The Executive Committee shall consist of the Board Chair, Board Vice-Chair, members of the State Workforce Development Board, Directors of State Agencies as appropriate, Standing Committee Chair and no greater than two (2) at large members appointed by the Board Chair. At least fifty-one percent (51%) of the Executive Committee shall be representatives of State Workforce Development Board business members.

Section 2. Chair. The Chair of the Board shall be the Chair of the Executive Committee.

Section 3. Meetings. The Executive Committee shall meet at the call of the Chair.

Section 4. Duties. The Executive Committee shall have the following duties:

- a. Conduct matters of routine business for the Board when it is not feasible for the full Board to be convened.
- b. Develop and recommend policies and procedures for the Board and its committees. The Executive Committee, unless the Chair chooses to waive this requirement, shall also review any studies, reports, policy recommendations or other documents submitted by standing or special committees before such studies, reports, policy recommendations or other documents are brought before the full Board.
- c. Recommend the appointment and/or dissolution of standing and special committees.
- d. Review periodically the progress of all standing and special committees.
- e. Perform such other duties or matters of business that are not explicitly vested in the other standing committees or that may be properly assigned to the Executive Committee from time to time by the Board or the Chair of the Board.

Section 5. Meetings Open to the Public. Meetings of the Executive Committee shall be publicly announced in compliance with the open meetings provisions of Section 610.020, RSMO, and shall be open to the public unless closed pursuant to the provisions of Section 610, RSMo.

ARTICLE VIII
STANDING AND SPECIAL COMMITTEES

Section 1. The Board Chair may create such other committees that shall have, and may exercise, such powers as authorized by the Board. A majority of any such committee may determine its action, and fix the time and place of its meetings. The Board Chair shall have power, at any time, to change the powers, and to dispose of, any such committee. The Committee Chair of each standing committee shall serve as a member of the Executive Committee.

Section 2. Committee Chairs and Members. The Chair of the Board shall appoint the Chairs and members of any standing or special committees and the Chairs and members shall perform those activities for which they are appointed.

Section 3. Sub-Committees. Standing or special committees may create their own sub-committees as deemed necessary by the members of the committee.

Section 4. Committee Meetings. A standing or special committee shall meet as requested by the Committee Chair.

Section 5. Committee Recommendations. Reports, studies, recommendations and other documents resulting from the work of any standing or special committee require the approval of the Board before they will be considered formal reports, studies, or recommendations of the Board.

Section 6. Meetings Open to the Public. Meetings of the standing and special committees shall be publicly announced in compliance with the open meetings provisions of Section 610.020, RSMO, and shall be open to the public unless closed pursuant to the provisions of Section 610, RSMo.

ARTICLE IX
CONFLICT OF INTEREST AND CONFIDENTIALITY

Section 1. Voting Prohibited.

- a. WIOA Provisions. Section 101 of the WIOA prohibits a member of the Board from voting on a matter under consideration by the Board when:
 1. the matter concerns the provision of services by the member or by an entity that the member represents; or
 2. the matter would provide direct financial benefit to the member or the immediate family of the member; or
 3. the matter concerns any other activity determined by the Governor to constitute a conflict of interest as specified in the State Plan.
- b. Board's Policy. Members of the Board are expected to avoid unethical behavior in the course of performing their official duties. The Board not only expects its members to avoid impropriety, but also to avoid the appearance of impropriety whether or not any actually exists. Members must avoid:
 1. using their position for private gain;
 2. giving preferential treatment to any person or entity;
 3. losing their independence or impartiality in making decisions; or
 4. acting in any way that might erode public confidence in the integrity of the Board.
- c. Abstention. Board members should individually abstain from voting on issues and matters that will result in a direct or indirect conflict of interest. Abstentions and the general reasons therefore, should be duly recorded in the minutes of the meeting.

- d. Compliance with State Law. Board members shall comply with all relevant aspects of the laws of the state of Missouri with regard to conflict of interest. **See § 105.450 *et seq.*, RSMo**, and amendments thereto.

Section 2. Confidentiality. All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the Board. Members shall not disclose confidential information obtained in the course of or by reason of his or her membership on the Board to any person or entity not directly involved with the business of the Board. Further:

- a. No member shall use confidential information obtained in the course of or by reason of his or her membership on the Board in any matter with the intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.
- b. No member shall disclose confidential information obtained in the course of or by reason of his or her membership on the Board in any manner with the intent to obtain financial gain for the member or for any other person.

ARTICLE X

RECORDKEEPING

Section 1. Minutes and Actions of the Board. The Board shall maintain, at its principal office, permanent records of the minutes of all formal meetings of the Board and its committees, a record of all actions taken by the Board without a meeting, and a record of all actions taken by the standing and special committees of the Board.

Section 2. Miscellaneous Records. A copy of the following records shall be maintained at the Board's principal office:

- a. By-laws and all amendments thereto;
- b. Resolutions of the Board relating to the qualifications and rights of members;
- c. All written communications to all members within the past three years;
- d. A list of the names and business or home addresses of the members and officers currently serving on the Board; and
- e. Any written reports, studies, recommendations, plans or other documents approved and adopted by the Board in the course of carrying out its duties and purposes.

ARTICLE XI

NON-DISCRIMINATION

The Board shall not discriminate against any employee, agent or provider of consulting or contract services, or applicant for employment, agency or consulting or contract services on the basis of race, color, religion, sex, national origin, disability or veteran status. It shall be the policy and practice of the Board to comply fully with federal and state laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

ARTICLE XII

AMENDMENTS

The bylaws may be amended at any regular meeting of the Board with prior written notice having been given to all members of the Board at least thirty (30) days in advance. Approval of any amendment to the by-laws requires two-thirds vote of the members present.

ARTICLE XIII
SEVERABILITY

If any of the provisions of these bylaws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that such provision(s) be severable and the remainder of the bylaws shall remain in full force and effect.